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AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS

COUNTY OF TARRANT

Reference is made to the Oil and Gas Lease dated effective February 20, 2007, recorded at Instrument #D207087037 in the Official Public Records of Tarrant County, Texas, from Beth-El Congregation of Fort Worth, Texas (hereafter referred to as "Lessor"), whose address is 4900 Briarhaven Road, Fort Worth, Texas, 76109 and Vargas Energy, Ltd. (hereafter referred to as "Vargas"), whose address is 4200 S. Hulen, Suite 614, Fort Worth, Texas, 76109 (hereafter referred to as the "Lease").

Whereas, by Assignment dated August 1, 2007, recorded at D208015102, the Lease was assigned by Vargas to XTO Energy Inc. (hereafter referred to as "Lessee");

Lessor and Lessee desire to amend the Lease by the following:

The first paragraph of Paragraph 4 is hereby deleted in its entirety and is replaced by the following:

"Lessee agrees to pool the leased premises and other lands(s) or leases(s) adjoining the leased premises in order to form, either before or after production is obtained, a pooled unit not to exceed the number of acres permitted as provided below; such pooling, however, to be substantially in the manner identified on the plat attached hereto as Exhibit "B" and such pooling being limited to the Barnett Shale formation. Pooling of the leased premises as to any formation other than the Barnett Shale formation shall require the prior written consent of Lessor. No pooling shall be effective unless Lessee executed and places of record in the county in which the leased premises are located a written instrument or instruments designating the unit it has formed. The acreage so pooled shall be treated as if it were included in this Lease, and in lieu of the royalty specified in this Lease, Lessor shall receive from the production of the unit so formed only such portion of royalties as the amount of acreage of the leased premises bears to the total acreage in the unit. Production or operations on any part of the pooled unit shall be treated as production or operations on the leased premises."

Lessor hereby adopts, ratifies and confirms the Lease, as herein amended and grants and leases hereby exclusively unto Lessee, the Land subject to and in accordance with the terms of the Lease as amended hereby.

LESSOR:

BETH-EL CONGREGATION OF FORT WORTH, TEXAS

By: _____

Name: Barry Bzostek

Title: _____

LESSEE:

XTO ENERGY INC.

Edwin S. Ryan, Sr. *ms*

Edwin S. Ryan, Sr. Vice President – Land Administration

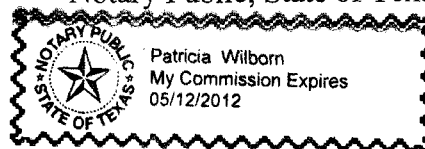
STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on the 29 day of January, 2010, by Barry Bzostek, MD of Beth-El Congregation of Fort Worth, Texas.

Patricia Wilborn

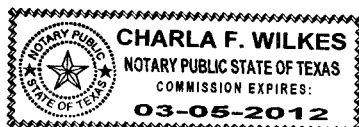
Notary Public, State of Texas



STATE OF TEXAS

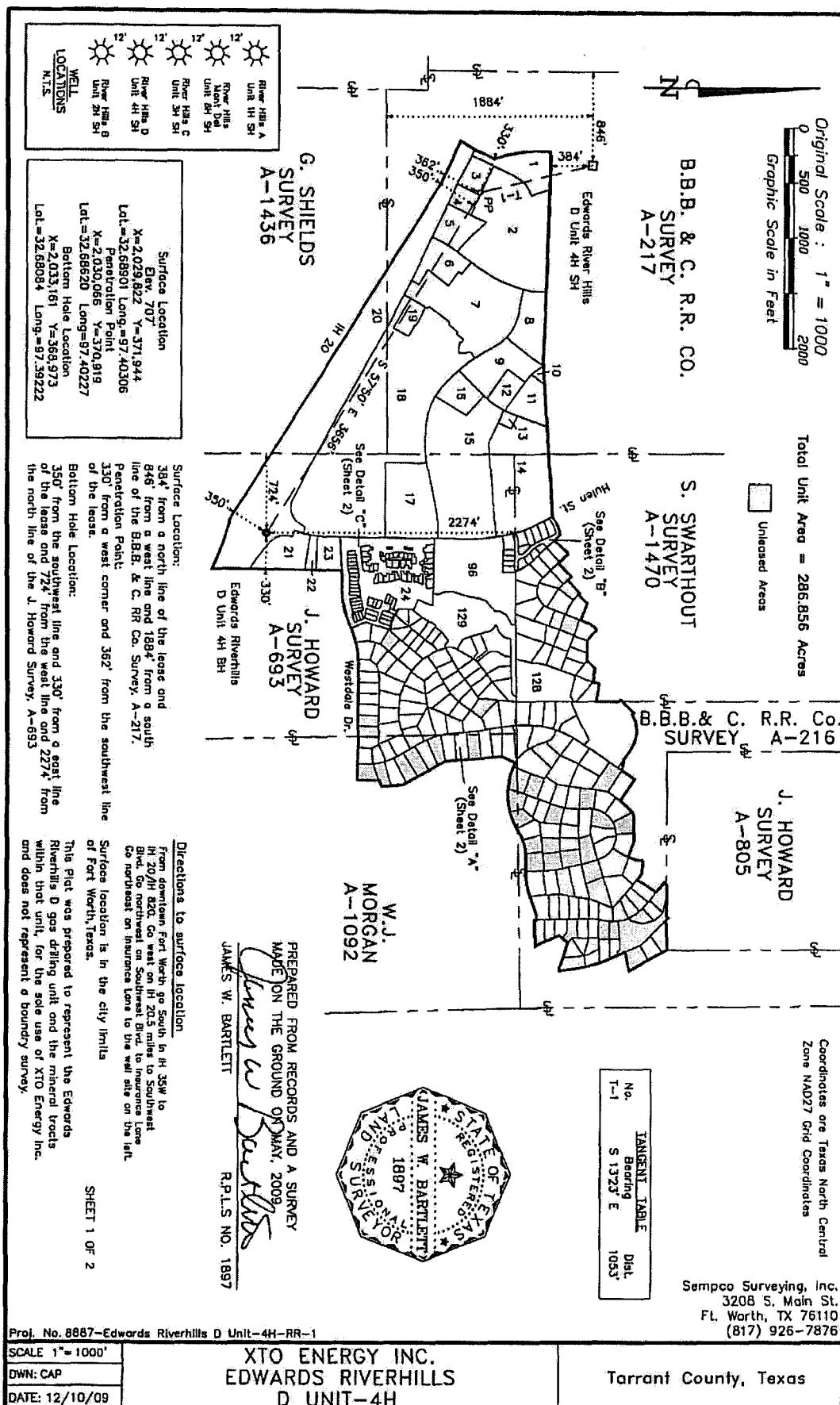
COUNTY OF TARRANT

This instrument was acknowledged before me on the 2nd day of February, 2010, by Edwin S. Ryan, Sr. Vice President – Land Administration of XTO Energy Inc., a Delaware corporation, on behalf of said corporation.



Charla F. Wilkes

Notary Public, State of Texas



SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

VARGAS ENERGY LTD
ATTN: BRETT AUSTIN
4200 S HULEN, STE 614
FT WORTH, TX 76109

Submitter: VARGAS ENERGY LTD

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Filed For Registration: 2/8/2010 1:51 PM

Instrument #: D210028384

LSE

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PGS

\$24.00

By: _____

Suzanne Henderson

D210028384

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: SLDAVES